

Louisiana Obesity Society

ARTICLES OF INCORPORATION & BYLAWS

Incorporated on June 11, 2023 with the LA Secretary of State

1. NAME

The name of the not-for-profit professional association incorporated herein is the **Louisiana Obesity Society**. Hereinafter the Louisiana Obesity Society is referred to as the Corporation.

2. REGISTERED AGENT, OFFICE AND ADDRESS

The Corporation shall maintain a registered agent and office in the state of Louisiana. Initially, the registered agent for the Louisiana Obesity Society is **Katie Queen, MD**.

The initial registered office of the Louisiana Obesity Society is 71130 Riverside Drive, Covington, LA 70433.

3. VISION

The vision of the Louisiana Obesity Society is one of health equity in which all patients in Louisiana have access to comprehensive obesity care.

4. PURPOSE AND OBJECTIVES

The Purpose and Objectives for which the Society is established are to promote improved prevention of and treatment for obesity in all ages and communities in Louisiana by providing a forum for members to:

- 4.1 participate in educational activities;
- 4.2 share research ideas and findings;
- 4.3 provide opportunities for members to make connections and network; and
- 4.4 engage in advocacy around obesity prevention, management, reimbursement, and coverage for obesity comprehensive care.

5. NOT-FOR-PROFIT, TAX-EXEMPT STATUS

- 5.1 **501(c)(6) Status.** The Louisiana Obesity Society is a charitable, tax-exempt organization whose purpose is to assemble Louisiana health care providers, educators and scientists to promote improved prevention of and treatment for obesity through a membership-model organization.
- 5.2 The advocacy efforts of the organization **do not** include prohibited political or legislative activity. Advocacy efforts include providing information to payors, policymakers and other stakeholders regarding obesity prevention and treatment.

6. INITIAL BOARD OF DIRECTORS AND OFFICERS

- 6.1 Phil Schauer, MD; President - Pennington Biomedical Research Center, Baton Rouge, LA 70808
- 6.2 Catherine Hudson, MD; Vice-President, Secretary – LSU University Medical Center, New Orleans, LA
- 6.3 Katie Queen, MD- Treasurer – Our Lady of the Lake Children’s Health, Baton Rouge, LA
- 6.4 Marcella Houser, MD, FAAP, Board Member at large - LSUHSC School of Medicine & DePaul Community Health Center; New Orleans, LA
- 6.5 Amanda Fontenot, MD – Board Member at-large, Ochsner, New Orleans, LA
- 6.6 Donna Ryan, MD; Board Member at-large- Pennington Biomedical Research Center, Baton Rouge, LA
- 6.7 Jean Domercant, MD- Board Member at large – PBRC/OLOL, Baton Rouge, LA
- 6.8 Tim Gilbert, MD – Board Member at Large – Lake Charles
- 6.9 Shauna Levy, MD – Board Member at Large – Tulane, New Orleans, LA
- 6.10 Amanda Perron, RDN – Board Member at Large – Baton Rouge
- 6.11 Thomandra Chauvan Sam, PhD, LP, HSP-P – Board Member at Large- Baton Rouge, Louisiana
- 6.12 Laura Boyer, FNP-C – Board Member at Large- Baton Rouge, Louisiana
- 6.13 Michael Cook, MD – Board Member at Large – UMC/LCMC - New Orleans, Louisiana
- 6.14 Shweta Sharan, MD – Board Member at Large – Monroe, Louisiana

7. INITIAL ADVISORY BOARD

- 7.1 Amanda Staiano, PhD – PBRC, Baton Rouge, LA
- 7.2 Daniel Hsia, MD – PBRC/OLOL, Baton Rouge, LA
- 7.3 Stephen Heymsfield – PBRC, Baton Rouge, LA
- 7.4 Jaime Almondez – UTSW, Dallas, TX

8. INDEMNIFICATION

- 8.1 The corporation does indemnify any directors, officers, employees, incorporators, and members of the corporation **from any liability** regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable statute.

9. PROHIBITED ACTIVITIES

- 9.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3.

9.2 Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

10. Distributions Upon Dissolution

10.1 Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed **to a non-profit organization whose mission aligns with the mission and vision of LOS.**

10.2 Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

11. LIMITED LIABILITY

11.1 The liability of the members is limited.

12. DISSOLUTION

12.1 A final report and statement of closing of account must be sent to the Secretary of State for Louisiana.

13. INCORPORATORS: The name and address of the Officer Incorporators are:

Phillip Schauer, 6400 Perkins Road, Baton Rouge, LA 70808

Signature

Katie Queen, 71130 Riverside Drive, Covington, LA 70433

Signature

Catherine Hudson, 128 Homestead Avenue, Metairie, LA 70005

Signature

**BYLAWS
OF THE
LOUISIANA OBESITY SOCIETY**

ARTICLE 1

NAME AND OFFICES

Name. The name of the nonprofit corporation shall be the Louisiana Obesity Society, Inc. (the Corporation).

Registered Office and Agent. The Corporation shall maintain a registered office in the state of Louisiana.

Other Offices. The Corporation may also have offices as such other place or places within and outside the State of Louisiana as the Board of Directors may from time to time determine and the business of the Corporation may require or make desirable. The Board of Directors may designate any of its offices as the principal office.

ARTICLE 2

PURPOSES, OBJECTIVES AND GOVERNING INSTRUMENTS

Nonprofit Corporation. The Corporation is a nonprofit corporation organized under the laws of the State of Louisiana in accordance with La. R.S. 12:201, et seq. (the Louisiana Nonprofit Corporation Law").

Charitable, Educational, and Scientific Purposes and Powers. The Corporation is organized exclusively to promote improved prevention of and treatment for obesity in all ages and communities in Louisiana by providing a forum for members to participate in educational

activities; share research ideas and findings; provide opportunities for members to make connections and network; and engage in advocacy around obesity prevention, management, reimbursement, and coverage for obesity care.

In furtherance and support of these purposes, the Corporation is authorized to receive by purchase, gifts, bequests, or in any other lawful manner any real or personal property; and to hold, use, manage, consume, operate, convey, convert, invest or dispose of by gift, sale, lease or otherwise, such property and assets in any lawful manner. The property and assets of the Corporation shall be devoted exclusively to the advancement of obesity treatment and prevention purposes and shall not inure to the benefit of any private individual. The Corporation shall have all such powers and authority as may be necessary for the advancement and accomplishment of the foregoing purposes, and any other purposes that may be exercised by a Louisiana nonprofit corporation.

Governing Instruments. The Corporation shall be governed by the Revised and Restated Articles of Incorporation of the Louisiana Obesity Society. (the "Articles of Incorporation"), these Bylaws and all policies established by the Corporation's Board of Directors.

Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Limitations on Activities. No part of the activities of the Corporation shall inure to the benefit of or be distributable to its Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article 2. Notwithstanding any other provisions of these Bylaws, the Corporation and the Directors shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(6) of the Code, or the corresponding sections of any future Federal tax code.

Property. Inasmuch as this Corporation is formed only for the purpose of professional membership, without any intention or speculation of individual benefit, all the property, movable and immovable, of whatever kind and character acquired by it belongs and shall belong exclusively to said Corporation as a corporate entity, and in case of the death of any Member of this Corporation, his or her heirs or assigns shall not have any right to participate in the affairs of this Corporation or to exercise by way of inheritance or otherwise, any right or ownership in the property or effects of the Corporation; and the same shall be true of any Member who while still alive, ceases for any purpose whatsoever to be a member of the Corporation.

ARTICLE 3

MEMBERSHIP

Membership. The corporation is organized on a nonstock membership basis with qualifications for membership and classes of membership as designated by the Board of Directors.

Rights and Privileges of Membership. Members shall have all rights and privileges and shall be subject to all of the limitations and restrictions as set forth by Louisiana's Non-profit Corporation Law, as amended, unless the Articles of Incorporation or the Bylaws of the Corporation provide otherwise.

Qualifications: A member of the Louisiana State Medical Society, unless otherwise stipulated in these bylaws,

1. Non-Physician members must be professionals who work in the field of obesity and/or care for people with obesity
2. Physician members must be licensed to practice medicine by the Louisiana State Board of Medical Examiners
3. Trainee Members must be enrolled in an institute of graduate or post-graduate education (medical school, residency, nursing school, undergraduate, etc).

Method of Selection: An individual becomes a member of the Louisiana State Medical Society when

1. The application for membership has been approved by the Board of Governors; and
2. Applicable dues have been received by the Secretary-Treasurer of the Louisiana Obesity Society.

Tenure: A member shall retain his or her membership as long as he or she complies with these bylaws and other rules of the LOS.

General Rights: A member of the Louisiana Obesity Society, unless otherwise limited by these bylaws, 1. Is entitled to full parliamentary rights of membership; and 2. Is entitled to full societal rights of membership.

General Obligations: A member of the Louisiana Obesity Society, unless otherwise limited by these bylaws, 1. Must comply with the bylaws and other rules of the Louisiana Obesity Society; 2. Must pay annual dues in a timely fashion.

ARTICLE 4

DUES AND ASSESSMENTS

Membership fees, dues or assessments shall be fixed by the Board of Directors.

Physician Annual Membership = \$100

Non-Physician Annual Membership= \$50

Trainee Membership = \$0

ARTICLE 5

MEETINGS OF THE MEMBERS

Place of Meeting. Meetings of the Members shall be held at any place within or outside of the State of Louisiana designated by the Board of Directors, and may be held in person or utilizing any form of technology provided that all Directors and Members are able to hear, and be heard by, all other Directors and Members present, so as to permit the conduct of business.

Annual Meeting. The annual meeting of the Members shall be held at such other time and place as shall be designated by the Board of Directors. The voting members of the Society shall constitute the General Membership of the Society.

1. Each member shall have one vote.
2. An Annual General Meeting (AGM) shall be called by giving **at least 21 days' notice.**
3. There is a quorum at an Annual General Meeting if the numbers of Members represented is **at least 30%.**
4. **At an AGM the members:**
 - (a) receive the financial report of the Louisiana Obesity Society for the previous financial year;
 - (b) receive the Chair's report on the Society's activities since the previous report;
 - (c) elect officers to fill vacancies arising on the Executive Board of Directors;
 - (d) may discuss and determine any issues of policy or deal with any other business put before them by the Board of Directors.
5. Members have the right to delegate their vote to another member of the same body or the chair of the AGM to vote in their absence. The appointment of a proxy must be made by the recognized representative of the member.

Special Meetings. Special meetings of the Members may be called at any time by the Board of Directors.

Notice of Members Meeting. Notice of the time and place of all meetings shall be delivered personally, by email, telephone or by mail, to the **Members at least forty-eight (48) hours** before the time of the holding of the meeting.

Quorum. A quorum for attendance at any meeting of the Members shall be **30%** of the total number of Board Members.

Action Without a Meeting. Any action requiring approval of the Members may be taken by **unanimous written consent** of the Members and shall constitute action by the Members. A copy of any such written consent shall be filed with the Secretary of the Corporation.

ARTICLE 6
THE BOARD OF DIRECTORS

General Powers. The Board of Directors of the Corporation shall be referred to as the "Board" or "Board of Directors", and each member thereof a "Director". The affairs of the Corporation shall be managed by the Board, and all powers of the Corporation may be exercised by the Board of Directors, subject to the limitations contained within the Louisiana Nonprofit Corporation Law, the Articles of Incorporation, these Bylaws. The Board of Directors shall set the policies of the Corporation, and shall supervise, manage, and control the affairs and activities of the Corporation.

It is hereby expressly declared that the Board of Directors shall have the following powers, to wit:

- (a) To prescribe such powers and duties for officers of the Corporation, as may not be inconsistent with the Louisiana Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws, to employ, discharge, and fix the compensation of the Corporation's employees.
- (b) To conduct, manage, control and establish policies concerning the affairs and business of the Corporation; to determine on an annual or other basis the substantive areas in which the Corporation's activities are to be concentrated; to establish on an annual or other basis the priorities of the Corporation; and to oversee generally the implementation of the Corporation's programs.
- (c) To borrow money and incur indebtedness for the purpose of the Corporation, and to cause to be executed and delivered therefore, in the name of the Corporation, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities therefor.
- (d) To receive by purchase, gifts, bequests, or in any other lawful manner any real or personal property; and to hold, use, manage, consume, operate, convey, convert, invest or dispose of by gift, sale, lease or otherwise, such property and assets in any lawful manner.

Number and Qualification of Directors. The authorized number of Directors shall **be no less than five (5) and not more than twenty-five (25).**

Appointment and Tenure of the Board. The Founding Board of Directors of the Corporation shall be comprised of the following individuals:

1. Philip Schauer, MD (President)
2. Catherine Hudson, MD (Vice President/President Elect)
3. Katie Queen, MD (Secretary/Treasurer)
4. Marcella Houser, MD
5. Donna Ryan, MD

6. Jean Domercant, MD
7. Tim Gilbert, MD
8. Thomandra ChauvanSam, PhD
9. Laura Boyer, FNP
10. Amanda Perron, RDN
11. Amanda Fontenot, MD
12. Michael Cook, MD
13. Shauna Levy, MD
14. Shweta Sharan, MD

These Founding Directors shall serve for a minimum of 1 year and up to 3 years, as mutually agreed upon by the board member and the board.

The Board of Directors will be inducted at the annual LOS meeting, and voted on by a quorum of the membership.

The goal of the founding directors is to engage and to enlarge the membership of Louisiana Obesity Society.

General Provisions Applying to all Terms. The term of each Director shall expire upon the election and qualification of their successors.

Board Vacancies. A Board vacancy or vacancies shall be deemed to exist if any Director dies, resigns, or is removed or if the authorized number of Directors is increased. Any vacancy occurring on the Board of Directors shall be filled by appointment by the remaining Directors. No reduction of the authorized number of Directors or changes in the terms of any Director shall have the effect of removing any Director prior to the expiration of such Director's term of office, without such Director's consent.

Removal. A Director may be removed, with or without cause, by action by a quorum of the Board or of the Members.

Resignation. A Director may resign at any time by notifying the Board Chair in writing. Such resignation shall take effect on the date of receipt of such notice or at any other time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Compensation. Except as set forth herein, Directors **shall not receive any salaries or fees** for their services as Directors and shall be further prohibited from serving the Corporation in any other capacity or providing goods and services and receiving compensation therefor except as same may be approved by the Board prior to such services being rendered. To the extent permitted by law, Directors may be reimbursed for ordinary and necessary expenses that he or

she may incur in transacting business on behalf of the Corporation, but only after securing written approval from the Chair of the Board prior to incurring such expenses.

Indemnification and Insurance.

- (a) The Corporation may, to the extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful; provided that in case of actions by or in right of the Corporation, the indemnity shall be limited to expenses (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in the view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his or her conduct was unlawful.
- (b) To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.
- (c) Any indemnification authorized under these by-laws (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be

made: (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable or a quorum of disinterested Directors cannot be assembled, by independent legal counsel.

- (d) Expenses incurred in defending such an action, suit or proceeding may be paid by the Corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided herein, upon receipt of an undertaking by or on behalf of the Director, officer, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article 7.9.
- (e) (e) The indemnification provided herein shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any bylaw, agreement, authorization of Board of Directors or disinterested Directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, or agent and shall inure to the benefit of such person's heirs and legal representatives.
- (f) The Corporation may procure insurance on behalf of any person who is or was a Director, officer, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the law.
- (g) The Corporation shall not, under any circumstances, indemnify any officer, Director or any other person for any expenses, including attorneys' fees, incurred in connection with any suit or proceeding brought against the Corporation by such person.
- (h) No Director or officer of the Corporation shall be personally liable either to the Corporation or its Board of Directors for monetary damages for breach of fiduciary duty as a Director or officer, provided that such breach does not consist of any of the following:
 - (a) breach of the Director's or officer's duty of loyalty to the Corporation or its Board of Directors;
 - (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
 - (c) iii. any transaction from which the Director or officer derived an improper personal benefit.

This provision shall be effective to eliminate the personal liability of a Director or officer for any act or omission occurring prior to the effective date of this provision.

- (i) If any part of these indemnification provisions shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Conflict of Interest Policy. The Board shall adopt a Conflict-of-Interest Policy governing all Directors, officers, and employees of the Corporation.

ARTICLE 7

OFFICERS aka Executive Committee

Number and Qualifications. The Officers of the Corporation shall consist of a Chair of the Board (aka President), a Vice Chair of the Board (aka Vice President), a Secretary/Treasurer and such other officers as the Board of Directors may from time to time elect at the annual meeting, as required, based upon the nominations by the nominating committee.

Election and Term of Office. The Officers of the Corporation shall be elected by the Board for terms of **as stated below** or until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement or disqualification, whichever is earlier.

Members of the Executive Committee Shall Serve 1 year terms.

Past President 2

Past President 1

President

Pres-elect

Secretary/Treasurer

An exception to this is that the founding Chair and Vice Chair of the corporation shall serve a term of 15 months, (from the initial date of incorporation June 2023 until the annual meeting the following year August 2024). The founding Vice Chair of the Board also will serve as secretary until June of 2024, when the founding treasurer will become secretary/treasurer. There will be no immediate past chair/president the first year of the organization.

Compensation. Officers of the Corporation, excluding any employees of the Corporation who are also elected as Officers, shall not receive any salary or other compensation for their services as Officers, but each Officer shall be entitled to receive from the Corporation reimbursement of expenses incurred in furtherance of such Officer's duties, provided that reimbursement of such expenses is approved or ratified by a quorum of the Board of Directors.

Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term by a vote of the Directors.

President The Chair of the Board shall be the principal executive officer of the Corporation, shall preside at all meetings of the Board of Directors and shall serve as a voting member of the Executive Committee of the Board of Directors. At each annual meeting of the Board of Directors, the Chair or the Chair's designee shall report on the activities of the Corporation. The Chair shall see that all orders and resolutions of the Board of Directors are carried into effect, shall supervise and direct the management and operation of the Corporation and shall make all decisions as to policy which may arise between meetings of the Board of Directors. The other officers and employees of the Corporation shall be under the Chair's supervision and control during such interim. The Chair shall give notice to the members on the Board of Directors of all meetings and shall perform these and other such duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

Vice President or President-elect The Vice Chair, shall in the absence or disability of the Chair perform the duties and have the authority and exercise the powers of the Chair and shall perform such other duties and have such other authority and powers as the Board of Directors directs.

Secretary. The Secretary shall attend all meetings of the Board of Directors, shall record all votes, actions and the minutes of all proceedings in a written or electronic record to be kept for that purpose and shall perform like duties for the executive and other committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the members of Board of Directors. The Secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the Chair may from time-to-time delegate.

Treasurer. The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors and shall prepare financial statements at such intervals as the Board of Directors shall direct. The Treasurer shall also be authorized to sign checks, drafts and other orders for the payment of money. The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the Chair may from time-to-time delegate. The Treasurer shall have access to the corporate funds and securities, shall ensure that full and accurate accounts of receipts and disbursements of the Corporation are kept and that monies and other valuables in the name and to the credit of the Corporation are deposited into depositories designated by the Board of Directors. The Treasurer may delegate any of the functions provided in this Article to an Assistant Treasurer, if one is appointed.

ARTICLE 8 MEETINGS AND ACTIONS OF THE BOARD OF DIRECTORS

Place of Meetings. Meetings of the Board of Directors may be held at any place within or outside the State of Louisiana as set forth in the notice calling such meeting or in the event of a

meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Corporation. These meetings may be held in person or utilizing any form of technology provided that all Directors are able to hear, and be heard by, all other directors present, so as to permit the conduct of business.

Regular Meetings. Every notice of every resolution of the Board of Directors fixing or changing the time or place for the holding of regular meetings of the Board of Directors shall be emailed or sent by facsimile to each **Director at least twenty-four (24) hours prior to the first meeting held.** The Board of Directors may transact any business that comes before it. Any additional business may be transacted at any regular meeting of the Board of Directors.

Requirements for board of directors will include **attendance at the annual conference** (unless extenuating circumstances arrive and agreed upon by the executive board) as well as **75% of the regular membership meetings.**

Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair, or a majority of the Directors. Unless waived, notice of the date, time, place and purpose of any special meeting of the Board of Directors shall be given by the Secretary or Chair, **at least two (2) calendar days before such meeting.**

ARTICLE 9

NOTICE AND WAIVER

Procedure. Whenever these Bylaws require notice to be given to any Member or Director, the notice shall be given in accordance with this Section. Any notice may be **written or oral** and is effective upon communication in a comprehensible manner. Notice may be communicated in person; by telephone, telegraph, teletype, facsimile, e-mail or other form of wire or wireless communication; or by mail or private carrier. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (a) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- (b) **Five (5) days** after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed;
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
- (d) On the date shown on the e-mail or other similar transmission.

Waiver. A Member or Director may waive any notice before or after the date and time stated in the notice. Except as provided in this Section, the waiver must be in writing, signed by the Member or Director entitled to the notice and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Director's attendance at or participation in a

meeting waives any required notice to that Director of the meeting unless the Director at the beginning of the meeting (or promptly upon the Director's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE 10

COMMITTEES OF THE BOARD OF DIRECTORS

Nominating Committee. Every 1 year, in advance of the annual meeting of the Board of Directors, the Chair shall appoint a nominating committee as outlined below. The nominating committee shall consider and recommend to the Board qualified candidates for election as Directors and as Officers. The Chair shall designate a member of the Nominating Committee to serve as its Chair.

Nominating Committee Members Shall Comprise of:

Chair - Past President 2

Past President 1

President

Pres- elect

Secretary

Treasure

Board member 1

Board member 2

Other Committees. The Board of Directors may authorize the appointment of other committees having such functions and authority as the Board of Directors may provide. **Each committee so designated shall consist of one (1) or more Director(s).** The appointment of any such committee and the delegation of authority shall not relieve the Board of Directors of any responsibility imposed upon it by law.

By-Laws & Policies

Membership

Program

Communications

Nominating

Advocacy

Finance

Advisory Committees. The Board of Directors may provide for advisory committees, consisting in whole or in part of persons who are not Directors, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the Articles of Incorporation of the Corporation or these Bylaws, as the Board of Directors may prescribe. Appointments to, and the chair of, any such advisory committee shall be made by the Chair of the Board of Directors.

Term of Appointment. Each member of any committee, other than the Executive Committee, shall serve at the pleasure of the Board of Directors.

Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum. Unless otherwise provided by the Board of Directors designating a committee, a majority (**51%**) of the whole board or committee shall constitute a quorum. The act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE 11

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Contracts. The Board of Directors may authorize any officer(s) or agent(s) of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such other manner as may from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chair or Vice Chair.

Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such federally insured banks, trust companies or other depositories as the Board of Directors may select.

Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 12

DISSOLUTION

The property of this Corporation is irrevocably dedicated to historical or educational purposes. Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed **to a non-profit organization whose mission and vision aligns with the mission and vision of LOS.**

ARTICLE 13

MISCELLANEOUS

Books and Records. The Corporation shall maintain books and records of account and minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, executed consents evidencing all actions taken by the Board of Directors without a meeting and waivers of notice of all meetings of the Board of Directors and its committees. In addition, the Corporation shall keep copies of all records required to be kept under Louisiana law.

Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the year from time to time as it deems appropriate. Unless otherwise designated by the Board, the fiscal year of the Corporation shall be the **State of Louisiana fiscal year.**

Internal Revenue Code. All references in these Bylaws to sections of the Code shall be considered references to the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any applicable future Federal tax law. Relation to Articles of Incorporation. These Bylaws are subject to, and governed by, the Articles of Incorporation.

ARTICLE 14

TAX EXEMPT STATUS

The affairs of the Corporation at all times shall be conducted in such a manner as to assure the Corporation's status as an organization qualifying for exemption from tax pursuant to Section 501(c)(6) of the Code.

ARTICLE 15

AMENDMENT TO THE BYLAWS

Power to Amend Bylaws. The Board of Directors shall have the power to alter, amend or repeal these Bylaws or adopt new Bylaws by a quorum of the members (30%) or board of directors (51%).

ARTICLE 16

SEVERABILITY

In the event that any court of competent jurisdiction should find or hold any section or sections of these Bylaws null, void or unenforceable for any reason, then that section or sections shall be considered deleted from these Bylaws and the remaining section or sections shall continue in full force and effect.

Initially Adopted on January 10th, 2024 by a quorum of the founding board of directors.

This version has been adopted on March 25th, 2024 by a quorum of the founding board of directors.